

**Exhibit A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

W. R. GRACE & CO., et al.,<sup>1</sup>

Reorganized Debtors.

)  
) Chapter 11  
)

) Case No. 01-01139 (KJC)  
) (Jointly Administered)  
)

) **Objection Deadline:** July 7, 2014 at 4:00 p.m. (prevailing  
) Eastern time)  
) **Hearing Date:** October 14, 2014 at 10:00 a.m. (prevailing  
) Eastern time)

**ORDER GRANTING VERIFIED FINAL FEE APPLICATION  
OF KIRKLAND & ELLIS LLP FOR COMPENSATION  
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS  
BANKRUPTCY COUNSEL TO W. R. GRACE & CO., *ET AL.*, FOR THE  
INTERIM PERIOD FROM APRIL 2, 2001 THROUGH FEBRUARY 3, 2014**

Upon the application (the “Final Fee Application”)<sup>2</sup> of Kirkland & Ellis LLP (“K&E”), counsel to the Debtors and Reorganized Debtors, for the entry of an order (this “Order”) (a) approving payment to K&E of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services from April 2, 2001, through February 3, 2014, and (b) granting related relief; and this Court having found that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may

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<sup>1</sup> The Reorganized Debtors consist of the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

<sup>2</sup> All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Final Fee Application.

enter a final Order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Final Fee Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Debtors having provided appropriate notice under the circumstances of the Final Fee Application and the opportunity for a hearing on the Final Fee Application, and that no other or further notice is required; and this Court having determined that the legal and factual bases set forth in the Final Fee Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED THAT:

1. The Final Fee Application is approved as set forth herein.
2. Compensation to K&E for professional services rendered during the Final Fee Period is allowed on a final basis in the amount of \$155,582,791.10.
3. Reimbursement to K&E for expenses incurred during the Final Fee Period is allowed on a final basis in the amount of \$44,676,058.42.
4. The Debtors, as applicable, are authorized and directed to pay K&E all fees and expenses allowed pursuant to this Order, including those that were previously held back pursuant to the Interim Compensation Order, less any amounts previously paid in accordance with the Interim Compensation Order.
5. The Debtors, as applicable, are authorized and directed to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Final Fee Application.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Wilmington, Delaware

Date: \_\_\_\_\_, 2014

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The Honorable Kevin J. Carey  
United States Bankruptcy Judge